Berman Michael A Form 4 October 01, 2010

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

Number:

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subject to Section 16. Form 4 or Form 5 obligations

if no longer

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may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \* Berman Michael A

(First)

2. Issuer Name and Ticker or Trading Symbol

Issuer

MDC HOLDINGS INC [MDC] (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

4350 S. MONACO STREET, SUITE 10/01/2010 500

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

below) 6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Applicable Line)

X\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

DENVER, CO 80237

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

2. Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amou Underlying Secur (Instr. 3 and 4)

### Edgar Filing: Berman Michael A - Form 4

| (Instr. 3)                                      | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (or Dispose (D) (Instr. 3, 4 and 5) | ed of |                     |                    |                                       |                         |
|---|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|---------------------------------------|-------------------------|
|   |                                    |            |                  | Code    | V  | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title                                 | Am<br>or<br>Nur<br>of S |
| Non-Statutory<br>Stock Option<br>(right to buy) | \$ 29.03                           | 10/01/2010 |                  | A       |    | 25,000                                       |       | 10/01/2010          | 10/01/2020         | Common<br>Stock<br>\$.01 Par<br>Value | 25                      |

## **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Berman Michael A<br>4350 S. MONACO STREET<br>SUITE 500<br>DENVER, CO 80237 | X             |           |         |       |  |  |  |  |

### **Signatures**

Joseph H. Fretz, Attorney-in-Fact

\*\*Signature of Reporting Person Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents a stock option under the Company's Stock Option Plan for Non-Employee Directors which meets all of the requirements under Rule 16b-3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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